

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: : Chapter 11
:
METRO-GOLDWYN-MAYER STUDIOS : Case No. 10-15774 (SMB)
INC., et al. :
:
Reorganized Debtors. : Jointly Administered
:
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**FINAL DECREE AND ORDER, PURSUANT TO 11 U.S.C. §§ 105(a), 350(a),
FED. R. BANKR. P. 3022, AND LBR S.D.N.Y. 3022-1,
CLOSING CERTAIN OF THE REORGANIZED DEBTORS' BANKRUPTCY CASES**

Upon the motion (the "Motion")¹ of the Reorganized Debtors for a final decree and order, pursuant to sections 105(a) and 350(a) of the Bankruptcy Code, Bankruptcy Rule 3022, and Local Rule 3022-1, closing certain of the bankruptcy cases that are jointly administered under the above-referenced case number; and due and sufficient notice of the Motion having been given under the particular circumstances, and it appearing that no other or further notice is necessary; and the Court having jurisdiction over this matter; and upon the record herein; and after due deliberation; and good and sufficient cause appearing therefor; it is hereby,

ORDERED, DECREED, AND ADJUDGED THAT:

1. **SMB 2/16/11 The Order directing Joint Administration, dated November 4, 2010 (ECF Doc. #52) is vacated. Motion is granted.**
2. The Completed Cases scheduled on Exhibit 1 attached hereto are hereby closed.

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.

3. The Clerk of the Court shall enter this final decree and order (the "Order") on the dockets of each of the Completed Cases and such dockets thereafter shall be marked as closed.

4. The following Main Case shall not be closed pursuant to this Order and shall remain open until closed by a subsequent order of this Court:

- Metro-Goldwyn-Mayer Studios Inc., Case No. 10-15774 (SMB).

5. This Order is without prejudice to any parties' right to seek to re-open any of the closed Completed Cases.

6. The Debtors shall pay to the United States Trustee any quarterly fees which are due and payable pursuant to 28 U.S.C. § 1930(a)(6) within 10 days of such fees being due.

7. Notwithstanding any stay that might be applicable to this Order, this Order shall be effective and enforceable immediately upon entry hereof.

8. The Court shall retain jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this Order.

Dated: New York, New York
February 16, 2011

/s/ STUART M. BERNSTEIN
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1

Schedule of Completed Cases to Be Closed

1.	10-15767	AIDART DISTRIBUTORS CORP.
2.	10-15769	AIDART PICTURES, INC.
3.	10-15779	ALBINO ALLIGATOR PRODUCTIONS, INC.
4.	10-15780	ALPHA LIBRARY COMPANY, INC.
5.	10-15782	ALTAR PRODUCTIONS, INC.
6.	10-15783	AMERICAN INTERNATIONAL PICTURES, INC.
7.	10-15785	AMERIGLAD HOLDINGS LLC
8.	10-15786	BACKLOT PRODUCTIONS INC.
9.	10-15787	BAND FILMS, INC.
10.	10-15788	BEGINNING TO ROAR INC.
11.	10-15789	BETA LIBRARY COMPANY, INC.
12.	10-15790	BEVERLY HILLS NINJA PRODUCTIONS, INC.
13.	10-15791	BRIGHTON PRODUCTIONS, INC.
14.	10-15792	CANDANTINO MUSIC, INC.
15.	10-15793	CANZONE MUSIC, INC.
16.	10-15794	CARCASSONNE PRODUCTIONS INC.
17.	10-15796	CHARLES BAND FILMS, INC.
18.	10-15797	COSMIC TITLE CORP.
19.	10-15770	DAYS PICTURE CORPORATION
20.	10-15798	DAYTON FILM PRODUCTIONS, INC.
21.	10-15799	DELTA LIBRARY COMPANY, INC.
22.	10-15800	DELTA LIBRARY HOLDINGS, INC.
23.	10-15801	DOMESTIC LIBRARY ACQUISITION, LLC
24.	10-15802	DONNA MUSIC PUBLICATIONS
25.	10-15803	EL PASO FILMS LLC
26.	10-15804	EMPIRE ENTERTAINMENT, INC.
27.	10-15805	EPIC PICTURES ENTERPRISES, INC.
28.	10-15806	EPSILON LIBRARY COMPANY, INC.
29.	10-15807	F.P. PRODUCTIONS
30.	10-15808	FAMOUS ARTISTS AGENCY, INC.
31.	10-15809	FAMOUS ARTISTS PRODUCTIONS, INC.
32.	10-15810	FIRST WALNUT INC.
33.	10-15811	FLIPPER PRODUCTIONS, INC.
34.	10-15812	FOREIGN LIBRARY ACQUISITION LLC
35.	10-15813	G-2 ENTERTAINMENT COMPANY
36.	10-15815	G26 COMPANY
37.	10-15816	GAMMA LIBRARY COMPANY, INC.
38.	10-15817	GHOULIES PRODUCTIONS, INC.
39.	10-15819	GRAND TALK INC.
40.	10-15820	HERITAGE ENTERTAINMENT, INC.
41.	10-15821	IVAN TORS MUSIC, INC.

42.	10-15822	JH PRODUCTIONS INC.
43.	10-15824	LAMBDA LIBRARY COMPANY, INC.
44.	10-15825	LEXYN PRODUCTIONS, INC.
45.	10-15826	LION INDEPENDENT TELEVISION INC.
46.	10-15827	LOPERT PICTURES CORPORATION
47.	10-15828	MAPLE STREET ENTERTAINMENT INC.
48.	10-15829	MASSACHUSETTS PRODUCTIONS LLC
49.	10-15830	MCEG STERLING COMPUTER SERVICES
50.	10-15831	MCEG STERLING DEVELOPMENT
51.	10-15832	MCEG STERLING ENTERTAINMENT
52.	10-15833	MCEG STERLING PRODUCTIONS
53.	10-15834	MEDIA RESOURCES CREDIT CORPORATION
54.	10-15835	METRO PICTURES CORPORATION OF AMERICA
55.	10-15836	METRO-GOLDWYN-MAYER ANIMATION INC.
56.	10-15837	METRO-GOLDWYN-MAYER DISTRIBUTION CO.
57.	10-15838	METRO-GOLDWYN-MAYER HOME ENTERTAINMENT LLC
58.	10-15775	METRO-GOLDWYN-MAYER INC.
59.	10-15839	METRO-GOLDWYN-MAYER INDIA, LTD.
60.	10-15841	METRO-GOLDWYN-MAYER INTERACTIVE PRODUCTIONS INC.
61.	10-15846	METRO-GOLDWYN-MAYER LION CORP.
62.	10-15847	METRO-GOLDWYN-MAYER MOTION PICTURE CO.
63.	10-15850	METRO-GOLDWYN-MAYER MUSIC INC.
64.	10-15851	METRO-GOLDWYN-MAYER OF CHINA, INC.
65.	10-15853	METRO-GOLDWYN-MAYER ONLINE INC.
66.	10-15856	METRO-GOLDWYN-MAYER OVERSEAS INC.
67.	10-15858	METRO-GOLDWYN-MAYER PICTURES INC.
68.	10-15859	MGM AND UA SERVICES COMPANY
69.	10-15861	MGM DEVELOPMENT INC.
70.	10-15862	MGM DIGITAL DEVELOPMENT INC.
71.	10-15864	MGM DIRECT INC.
72.	10-15866	MGM DOMESTIC DIGITAL MEDIA INC.
73.	10-15867	MGM DOMESTIC NETWORKS LLC
74.	10-15870	MGM DOMESTIC TELEVISION DISTRIBUTION LLC
75.	10-15872	MGM DOMESTIC TV NETWORKS LLC
76.	10-15873	MGM FRANCHISE FILM CO. LLC
77.	10-15875	MGM GLOBAL HOLDINGS INC.
78.	10-15877	MGM HD PRODUCTIONS LLC
79.	10-15777	MGM HOLDINGS II INC.
80.	10-15776	MGM HOLDINGS INC.
81.	10-15879	MGM HOME ENTERTAINMENT DISTRIBUTION CORP.
82.	10-15840	MGM INTERACTIVE INC.
83.	10-15842	MGM INTERNATIONAL DIGITAL MEDIA INC.

84.	10-15843	MGM INTERNATIONAL TELEVISION DISTRIBUTION INC.
85.	10-15844	MGM LAPTV LLC
86.	10-15848	MGM LION PRINTS LLC
87.	10-15849	MGM ME INC.
88.	10-15852	MGM MIDDLE EAST CO.
89.	10-15855	MGM NETWORKS INC.
90.	10-15857	MGM NETWORKS U.S. INC.
91.	10-15860	MGM NMOC LLC
92.	10-15863	MGM NORTH AMERICA HOLDINGS INC.
93.	10-15865	MGM ON DEMAND INC.
94.	10-15869	MGM SUPER PRODUCTIONS INC.
95.	10-15871	MGM TELEVISION AUSTRALIA INC.
96.	10-15874	MGM TELEVISION ENTERTAINMENT INC.
97.	10-15876	MGM/UA, INC.
98.	10-15878	MIDNIGHT BLUE PRODUCTIONS, INC.
99.	10-15880	MUSICWAYS, INC.
100.	10-15881	NSNA CO.
101.	10-15882	OMEGA LIBRARY COMPANY, INC.
102.	10-15883	OPC MUSIC PUBLISHING, INC.
103.	10-15884	ORION FILM CLASSICS COMPANY
104.	10-15885	ORION HOME ENTERTAINMENT CORPORATION
105.	10-15887	ORION MUSIC PUBLISHING, INC.
106.	10-15778	ORION PICTURES CORPORATION
107.	10-15888	ORION PICTURES DISTRIBUTION CORPORATION
108.	10-15891	ORION PICTURES LIBRARY ACQUISITION CO., INC.
109.	10-15894	ORION PRODUCTIONS COMPANY
110.	10-15766	ORION TV PRODUCTIONS, INC.
111.	10-15898	P & F ACQUISITION CORP.
112.	10-15904	PANTHER & PALS LLC
113.	10-15906	PARTNERSHIP PICTURE CORP.
114.	10-15907	PATHE ENTERTAINMENT MOVIESONGS, INC.
115.	10-15908	PATHE ENTERTAINMENT MUSIC, INC.
116.	10-15771	PATHE FILMS INC.
117.	10-15772	PATHE RELEASING CORP.
118.	10-15909	PATHE TS, INC.
119.	10-15914	PFE LIBRARY ACQUISITION COMPANY, INC.
120.	10-15773	PURPLE PHOTOPLAYS, INC.
121.	10-15916	RED CORNER PRODUCTION INC.
122.	10-15918	SARAFILMS PRODUCTIONS INC.
123.	10-15920	SHE SPIES INC.
124.	10-15923	SIGMA LIBRARY COMPANY, INC.
125.	10-15925	SINGLES PRODUCTIONS, INC.

126.	10-15927	TANGLED WEB PRODUCTIONS INC.
127.	10-15930	TARYN PRODUCTIONS, INC.
128.	10-15931	THE AZIMUTH COMPANY, INC.
129.	10-15932	THE MIRISCH CORPORATION OF DELAWARE
130.	10-15933	THE WAR AT HOME PRODUCTIONS, INC.
131.	10-15934	THIS NETWORK LLC
132.	10-15935	THREE P HOLDINGS LLC
133.	10-15936	THREE PICTURES CORPORATION
134.	10-15886	TIME PRODUCTION INC.
135.	10-15889	TURBO PRODUCTIONS INC.
136.	10-15890	U.A. OF BRAZIL, INC.
137.	10-15892	U/A MUSIC, INC.
138.	10-15893	UNITED ARTISTS CHINA, INC.
139.	10-15895	UNITED ARTISTS CORPORATION
140.	10-15896	UNITED ARTISTS CORPORATION OF EGYPT
141.	10-15897	UNITED ARTISTS CORPORATION OF PUERTO RICO
142.	10-15899	UNITED ARTISTS EUROPA, INC.
143.	10-15900	UNITED ARTISTS FILMS (MR. ACCIDENT) INC.
144.	10-15901	UNITED ARTISTS FILMS COMPANY
145.	10-15902	UNITED ARTISTS FILMS INC.
146.	10-15903	UNITED ARTISTS MUSIC (BELGIUM), INC.
147.	10-15905	UNITED ARTISTS MUSIC INC.
148.	10-15911	UNITED ARTISTS OVERSEAS, INC.
149.	10-15912	UNITED ARTISTS PICTURES INC.
150.	10-15913	UNITED ARTISTS PRODUCTIONS INC.
151.	10-15915	UNITED ARTISTS RECORDS INC.
152.	10-15917	UNITED ARTISTS TELEVISION CORP.
153.	10-15919	UNITED LION MUSIC, INC.
154.	10-15921	VENTURA/GLORIA FILMS INC.
155.	10-15922	VIRGIN VISION, INC.
156.	10-15924	WARGAMES II PRODUCTIONS INC.
157.	10-15926	WEBSPINNER INC.
158.	10-15928	WIZARD VIDEO, INC.
159.	10-15929	ZETA LIBRARY COMPANY, INC.